

ORIGINAL

NEW APPLICATION



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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

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Arizona Corporation Commission

AZ CORP COMMISSION
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IN THE MATTER OF THE
JOINT APPLICATION OF FIRST
COMMUNICATIONS, LLC AND
COMCAST PHONE OF ARIZONA, LLC
FOR APPROVAL OF THE TRANSFER
OF CUSTOMER BASE

Docket No.

T-20473-15-0408

T-04293A-15-0408

APPLICATION

JOINT APPLICATION FOR APPROVAL OF
THE TRANSFER OF CUSTOMER BASE

Comcast Phone of Arizona, LLC d/b/a CIMCO, a Division of Comcast Business Services ("Comcast Phone") and First Communications, LLC ("First Communications") (together, "Applicants"), by their counsel and pursuant to A.R.S. § 40-285(A) and R14-2-1107 of the Arizona Administrative Code, request that the Arizona Corporation Commission ("Commission") grant approval or other authority as may be required to consummate a transaction involving the transfer of certain Comcast Phone customers to First Communications. In support thereof, Applicants state as follows:

I. APPLICANTS

A. Comcast Phone of Arizona, LLC

Comcast Phone is a Delaware limited liability company with its principal place of business at One Comcast Center, Philadelphia, Pennsylvania, 19103-2838, and its local office at 8251 North

1 Cortaro Road, Tucson, Arizona 85743-9393. Comcast Phone is a facilities-based local exchange
2 carrier, as defined by 47 U.S.C. § 153(26), and is authorized to provide local exchange,
3 interexchange and other telecommunications services pursuant to authority granted by this
4 Commission.¹ Following the transaction described herein, Comcast Phone will retain its Certificate
5 and will continue to offer services to customers unaffected by the transaction. Comcast Phone is an
6 indirect wholly owned subsidiary of Comcast Corporation.

7 **B. First Communications, LLC**

8 Founded in 1998, First Communications is an Ohio limited liability company with its
9 principal business at 3340 West Market Street, Akron, Ohio 44333. First Communications is a
10 wholly owned subsidiary of Summit Data Services, Inc., an Ohio corporation. First
11 Communications' operations are overseen by a well-qualified management team with substantial
12 experience and technical expertise. In Arizona, First Communications is authorized to provide
13 resold interexchange telecommunications services pursuant to authorization issued in Decision No.
14 69419 in Docket No. T-20473A-06-0537 and local exchange pursuant to authorization issued in
15 Decision No. 70750 in Docket No. T-20473A-08-0162. Further information regarding First
16 Communications' services and its legal, technical, managerial and financial qualifications to provide
17 service was previously submitted to the Commission and is therefore a matter of public record.
18 First Communications respectfully requests that the Commission take official notice of that
19 information and incorporate it herein by reference.
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22 ¹ *In the Matter of the Application of Comcast Phone of Arizona, LLC d/b/a Comcast Digital Phone for Approval of*
23 *a Certificate of Convenience and Necessity to Provide Resold Long Distance, Resold Local Exchange and*
24 *Facilities-Based Long Distance and Local Exchange Telecommunications Services in Arizona*, Docket No. T-
25 04293A-04-0870, Decision No. 69408 (Ariz. Corp. Comm'n April 16, 2007).
26

1 **II. DESIGNATED CONTACTS**

2 The designated contacts for all correspondence, notices, inquiries, and orders in relation to
3 this Application are:

4 Counsel for Comcast Phone:

5 Stephen M. Savage
6 Sharon M. Bertelsen
7 Ballard Spahr LLP
8 1 East Washington Street
9 Suite 2300
10 Phoenix, AZ 85004-2555
11 Tel: (602) 798-5400
12 Fax: (602) 798-5595
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14 bertelsens@ballardspahr.com

15 and

16 Michael C. Sloan
17 Richard Gibbs
18 Davis Wright Tremaine LLP
19 1919 Pennsylvania Avenue, N.W.
20 Suite 800
21 Washington, DC 20006
22 Tel: (202) 973-4200
23 Fax: (202) 973-4499
24 Email: michaelsloan@dwt.com
25 richardgibbs@dwt.com

26 Counsel for First Communications:

Catherine Wang
Danielle Burt
Morgan, Lewis & Bockius LLP
2020 K Street, N.W.
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
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danielle.burt@morganlewis.com

III. DESCRIPTION OF TRANSACTION

On November 17, 2015, Comcast Cable Communications, LLC, on behalf of itself and its affiliates, including Comcast Phone, entered into an Asset Purchase Agreement ("Agreement") with First Communications. Pursuant to the Agreement, the Applicants propose to assign certain customers in Arizona, including resold interexchange telephone service customer accounts and related data, databases, and customer records needed to support the provision of telecommunications services to those customers ("Customers"), from Comcast Phone to First Communications (hereinafter, the "Transaction").

The specific assets that First Communications is acquiring are those that were formerly owned by CIMCO Communications, which Comcast Phone has served since 2010 under the brand name, "CIMCO, a Division of Comcast Business Services." As a result of the Transaction, First Communications will replace Comcast Phone as the service provider to the affected Customers. Except for the sale of these assets and customer accounts, Comcast Phone's remaining, non-CIMCO operations will be unaffected by the Transaction.

Following the proposed Transaction, the affected Customers will receive service from First Communications at the same rates, terms and conditions as currently provided by Comcast Phone. Future changes in the rates, terms and conditions of service for Customers will be undertaken pursuant to applicable federal and state notice and tariff requirements.

The Parties will comply with all applicable customer migration and anti-slamming requirements. Pursuant to Section 64.1120(e) of the rules of the Federal Communications Commission ("FCC"), 47 C.F.R. § 64.1120(e), affected Customers were notified of the proposed transfer of their service to First Communications on November 25, 2015. A copy of the customer

1 notice is attached as **Exhibit A** to this Application. Approximately seven (7) resold interexchange
2 business Customers will be affected by the Transaction in Arizona.

3 **IV. PUBLIC INTEREST CONSIDERATIONS**

4 Applicants submit that the proposed Transaction will serve the public interest. The
5 proposed Transaction will ensure that affected Customers continue to receive high-quality
6 telecommunications service without interruption, and at the same rates, terms and conditions as they
7 currently enjoy, from an experienced and qualified carrier eager to serve this segment of the market.

8 The proposed Transaction also will assure an orderly transition of affected Customers from
9 Comcast Phone to First Communications. In accordance with FCC rules, Customers have been
10 properly notified of the proposed Transaction and the change in their telecommunications provider.

11 **V. REQUEST FOR WAIVER OF AAC R14-2-1904 (SLAMMING RULE)**

12 First Communications respectfully requests, to the extent necessary, that the Commission
13 grant a waiver of R14-2-1904 of the Arizona Administrative Code and any other applicable anti-
14 slamming regulations that may be inconsistent with the FCC's rules regarding the transfer of
15 customer bases provided in Section 64.1120(e) of the FCC's rules, 47 C.F.R. § 64.1120(e), so that
16 Comcast Phone may transfer its customer accounts in Arizona to First Communications without
17 First Communications securing authorization and verification from each of the Customers.

18 The Parties will comply with the FCC's rules governing the sale of a carrier's customer
19 base. 47 C.F.R. § 64.1120(e). These rules require that every affected subscriber of Comcast Phone
20 receive at least 30 days' prior written notice of the proposed transfer to First Communications; and
21 that First Communications certify to the FCC that it has provided at least 30 days' written notice to
22 each subscriber affected by this Transaction. 47 C.F.R. § 64.1120(e)(1-3). As noted above, written
23 notice of the Transaction and of the Customer base transfer has been provided to Comcast Phone's
24

1 Arizona affected Customers via First Class mail no later than 30 days prior to the anticipated closing
2 date, pursuant to Section 64.1120(e) of the FCC's rules.² A copy of the customer notification is
3 attached hereto as **Exhibit A**.

4 In the circumstance described in this Application, it is in the public interest to grant a
5 temporary waiver of the carrier selection requirements of R14-2-1904 of the Arizona Administrative
6 Code. The Parties are providing for a seamless transition while ensuring that affected Customers
7 understand available choices with the least amount of disruption and confusion. The Parties believe
8 that if prior authorization is required in this case, Customers may fail to respond to a request for
9 authorization, neglect to select another carrier, and thus lose their service. For these reasons, a grant
10 of the requested temporary waiver is appropriate.

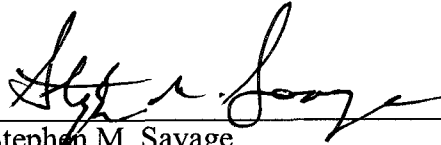
11 **VI. CONCLUSION**

12 The Applicants submit that the information provided herein demonstrates that the public
13 interest, convenience and necessity will be served by the expeditious grant of this Application.

14 WHEREFORE, Applicants respectfully request that the Commission expeditiously approve
15 the transfer of the customer base of Comcast Phone to First Communications and grant a waiver of
16 R14-2-1904 of the Arizona Administrative Code and any other applicable anti-slamming
17 regulations and whatever further relief that the Commission deems appropriate to authorize the
18 consummation of the Transaction described herein.
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23 ² 47 C.F.R. § 64.1120(e).
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1 Respectfully submitted this 8th day of December 2015.

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4 Stephen M. Savage
5 Sharon M. Bertelsen
6 Ballard Spahr LLP
7 1 East Washington Street
8 Suite 2300
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12 Email: savages@ballardspahr.com
13 bertelsens@ballardspahr.com

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An original and 13 copies of the foregoing
were filed this 8th day of December 2015 with:

Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

VERIFICATIONS

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VERIFICATION

STATE OF PENNSYLVANIA

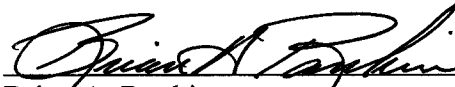
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COUNTY OF PHILADELPHIA

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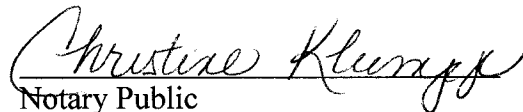
I, Brian A. Rankin, state that I am Vice President, Senior Deputy General Counsel of Comcast Phone of Arizona, LLC ("Comcast Phone"); that I am authorized to make this Verification on behalf of Comcast Phone; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.



Brian A. Rankin

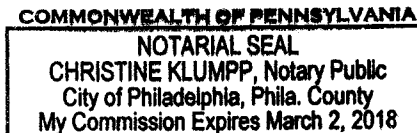
Vice President, Senior Deputy General Counsel

SWORN TO AND SUBSCRIBED before me on the 1st day of December 2015.



Notary Public

My commission expires: MARCH 2, 2018



VERIFICATION

STATE OF OHIO

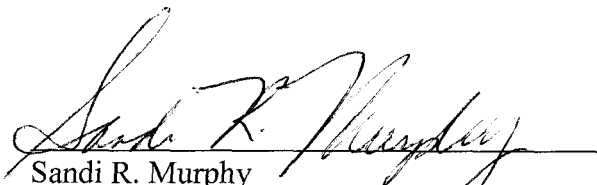
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COUNTY OF SUMMIT

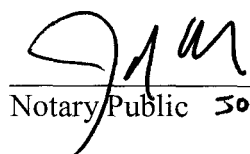
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I, Sandi R. Murphy, state that I am Senior Vice President and General Counsel of First Communications, LLC; that I am authorized to make this Verification on behalf of First Communications, LLC; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.


Sandi R. Murphy
Senior Vice President and General Counsel

SWORN TO AND SUBSCRIBED before me on the 3 day of December 2015.


Notary Public Sarah Morris

My commission expires: Does not expire

EXHIBIT A

Customer Notice

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November 23, 2015

Dear Valued CIMCO Customer:

We are excited to announce that First Communications, LLC soon will become your telecommunications services provider, pursuant to an agreement between First Communications and your current provider, CIMCO, A Division of Comcast Business Services ("CIMCO").¹ The transfer to First Communications will occur on or after January 1, 2016, subject to the satisfaction of certain regulatory requirements. First Communications is committed to earning and keeping your business and will assure that you continue to receive the same great service and dedication to your telecommunications needs as you currently receive.

Your transition from CIMCO to First Communications requires no action on your part.

This change will be completely seamless, and you do not need to do anything in order for it to occur. Following the transfer to First Communications, you will continue to receive telecommunications services with the same features and at the same rates, terms and conditions as you currently enjoy. Any changes to your service following the transaction will be made in compliance with your contract, service terms and applicable federal and state legal and regulatory requirements. We do not anticipate that this transition to First Communications will cause you to incur any carrier change charges, but if you do, First Communications will pay them.

It is important that you be aware of the following information. You are responsible for continued payment of your monthly recurring and usage charges. If, for any reason, you should choose another provider for your telecommunications services you will need to contact that provider directly to arrange for the change before First Communications becomes your provider.² Otherwise, your telecommunications service(s) will automatically be transferred without service interruption from CIMCO to First Communications. If you paid a deposit or prepayment, it will be transferred to your First Communications account. In addition, if you have a preferred carrier freeze on your account, it will be lifted to make the transfer and you will need to contact your local service provider to arrange a new freeze.

Headquartered in both Chicago, Illinois and Akron, Ohio, First Communications has been providing voice, data networking and managed services to the business community since 1998. At First Communications our commitment to customer service crosses all levels of our organization: from the associate who answers customer calls in our Akron-based Care and Repair Center; to the certified engineers in our Chicago-based Network Management Center who, around the clock, proactively monitor customer networks; to the Account Managers who

¹ "CIMCO" is the trade name of the applicable Comcast Phone affiliate operating in your state, and an indirect, wholly-owned subsidiary of Comcast Corporation.

² Generally, you can find a list of alternative providers in the telephone book or from your state public utility regulatory agency. Please note that your right to switch providers is subject to the terms of your existing contract or service order. In addition, you may incur service initiation fees from a new provider such as service order, installation and other similar charges associated with establishing a new service account.

make it their business to know our customers. It is our dedication to customers that makes First Communications a trusted partner.

If you would like more information about the transaction or the transfer of your telecommunications services from CIMCO to First Communications, please call First Communications Vice President of Customer Engagement, Jamie Rowlands, at 1-800-344-3983. Prior to the transfer, you may also continue to contact CIMCO with any questions or concerns you may have about your current services.

We at First Communications look forward to serving you.

Sincerely,

Margi Shaw
President
First Communications

Jay Dirkmaat
Vice President
Comcast Business Services